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**Via Electronic Comment Filing System**

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Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, DC 20554

**Re: WC Docket No. 07-68: *Application of Mpower Communications Corp., Assignor, and McLeodUSA Telecommunications Services, Inc., Assignee, For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934 and Sections 63.04 and 63.24 of the Commission's Rules to Complete an Assignment of Assets Between Domestic and International Communications Common Carriers.***

Dear Ms. Dortch:

On behalf of Mpower Communications Corp. ("Mpower"), assignor, and McLeodUSA Telecommunications Services, Inc. ("McLeodUSA"), assignee, enclosed for filing is a supplement to the above-referenced application filed on March 26, 2007, and assigned WC Docket No. 07-68. Applicants amend Sections I.B, V(h)(3) and VI(a)(7) as follows:

**Section I.B:**

**B. Application Eligible for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their Affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) *Assignee McLeodUSA will provide competitive local exchange services and exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction*; and (3) none of the Applicants or their Affiliates is dominant with respect to any service. With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is affiliated

with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

**Section V(h)(3):**

- 3) The following entities own or control ten percent (10%) or more of the equity/voting interest in **McLeodUSA Incorporated**

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Name:	Wayzata Investment Partners LLC
Address:	701 East Lake Street, Suite 300 Wayzata, MN 55391
Citizenship:	United States
Approx. Equity/Voting Interest:	28.7%
Principal Business:	Investment

The 28.7% interest held by **Wayzata Investment Partners LLC** is held under several individual investment funds, none of which holds or control an indirect 10% or greater interest in McLeodUSA.

Name:	Fidelity Investments
Address:	82 Devonshire Street, E31C Boston, MA 02109
Citizenship:	United States
Approx. Equity/Voting Interest:	30.5%
Principal Business:	Investment

The 30.5% interest held by **Fidelity Investments** is held by several individual investment funds. **Fidelity Adv Ser II:Adv.High Income Advtg** holds approximately a 16.38% indirect interest in McLeodUSA. No other investment funds hold or control an indirect 10% or greater interest in McLeodUSA. No entity owns or controls an interest in **Fidelity Adv Ser II:Adv.High Income Advtg** that gives them an indirect 10% or greater interest in McLeodUSA. *The citizenship for each of the **Fidelity Investments** individual investment funds, including **Fidelity Adv Ser II:Adv.High Income Advtg** is the United States.*

**Section VI(a)(7):**

- (a)(7) Mpower provides competitive local and/or long distance telecommunications services as well as competitive access service in California, Illinois and Nevada. In addition, Mpower's sister company, U.S. TelePacific Corp., a California corporation and also a subsidiary of U.S. TelePacific Holdings Corp., provides business communications services, including local, long distance, data and Internet services, to small-to-medium sized businesses in Nevada and California. All of the services provided by Mpower and its affiliated companies are competitive in nature, and neither Mpower nor any affiliated company holds a dominant position in any market.

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McLeodUSA provides competitive local and/or long distance telecommunications services as well as competitive access service in all states except for Alaska and Hawaii. All of the services provided by McLeod and its affiliated companies are competitive in nature, and none of them hold a dominant position in any market.

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*None of the entities that own **or** control ten percent (10%) **or** more of the equity/voting interest in McLeodUSA Incorporated, including Wayzata Investment Partners LLC, Fidelity Investments and Fidelity Adv Ser II:Adv.High Income Advtg, own **or** control ten percent (10%) **or** more of the equity/voting interest of any company providing domestic **or** interstate telecommunications services.*

Should there be any questions regarding this supplement, please do not hesitate to contact the undersigned.

Very truly yours,



Jean L. Kiddoo  
Eliot J. Greenwald

Attachments

cc: Gail Cohen  
Sumita Mukhoty  
William H. Courter, Esq.  
Erich E. Everbach, **Esq.**